

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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07 Civ. 3704 (RWS)

LLOYD J. HELLER,

Plaintiff,

ECF Filed

vs.

GOLDIN RESTRUCTURING FUND, L.P., GOLDIN
CAPITAL PARTNERS, L.P., GOLDIN CAPITAL
MANAGEMENT, L.P., GOLDIN ASSOCIATES,
L.L.C., HARRISON J. GOLDIN, DAVID PAUKER,
AND LAWRENCE J. KRULE,

Defendants.

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**DECLARATION OF JOHN HALEBIAN IN SUPPORT OF PLAINTIFF'S
MEMORANDUM OF LAW IN OPPOSITION TO DEFENDANTS'
MOTION TO DISMISS**

LOVELL STEWART HALEBIAN LLP

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Attorneys for Plaintiff Lloyd J. Heller

I, JOHN HALEBIAN, declare:

1. I am a member of the bar of this Court and a named partner in the law firm of Lovell Stewart Halebian LLP, counsel of record to Plaintiff Lloyd J. Heller in this matter. Except where otherwise indicated, I have personal knowledge of the facts stated in this declaration, and if called upon to do so could and would competently testify to them.

2. On October 22, 2007, Defendants filed their Memorandum of Law in Support of Defendants' Motion to Dismiss (docket #12, "Defendants' MOL"). Versions of several documents that were referenced in Plaintiff's complaint are attached as exhibits to Defendants' MOL. To ensure that the exhibits to Defendants' MOL form part of the record of these proceedings for all purposes, they are again attached hereto, as follows.

3. Attached as Exhibit A is a true and correct copy of the Confidential Offering Memorandum, dated June 2004, previously attached as Exhibit A to Defendants' MOL.

4. Attached as Exhibit B is a true and correct copy of the June 2004 Draft Amended and Restated Limited Partnership Agreement, previously attached as Exhibit B to Defendants' MOL.

5. Attached as Exhibit C is a true and correct copy of the Subscription Documents Executed by Plaintiff, previously attached as Exhibit C to Defendants' MOL.

6. Attached as Exhibit D is a true and correct copy of the Final Amended and Restated Limited Partnership Agreement previously attached as Exhibit D to Defendants' MOL.

I declare under penalty of perjury that the foregoing is true and correct.

Executed at New York, New York, on November 28, 2007.

s/ John Halebian